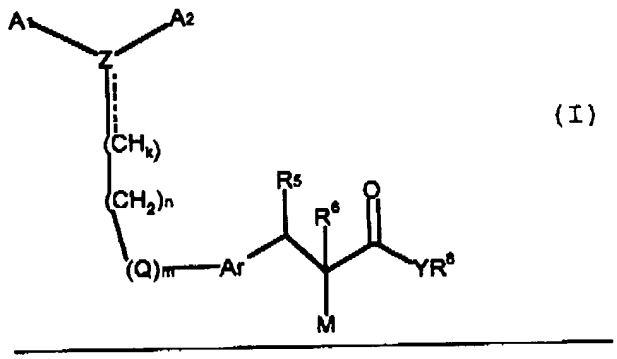
PROPOSED AMENDED CLAIM 1-5697.200 (09/551,740)

1. (Amended Twice) A compound of formula (I)



(I)

wherein wherein A^1 and A^2 are independently of each other a saturated, unsaturated or aromatic 5-6 membered cyclic ring system containing one or more carbon atoms and optionally from one to four heteroatoms selected from N, O or S, selected from the group consisting of cyclopentyl, cyclohexyl, phenyl, cyclohexenyl, pyrrolinyl, imidazolidinyl, pyrazolinyl, piperidyl, piperazinyl, pyrrolyl, 2H-pyrrolyl, imidazolyl, pyrazolyl, triazolyl, pyridyl, pyrazinyl, pyridazinyl, morpholinyl, thiomorpholinyl, isothiazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, 1,3-dioxolanyl, 1,4-dioxolanyl, thiophenyl, furanyl, oxazolyl, thiazolyl, purinyl, pyridinyl, quinolinyl, isoquinolinyl, phenanthridinyl, cyclohepta[b]pyridinyl, cinnolinyl, phthalazinyl, pyrimidinyl, quinazolinyl, morpholinyl, or 1,3,5-triazinyl, wherein said ring system is optionally substituted with one or more halogen, perhalomethyl, hydroxy, C_{1-6}-alkyl, (C_{3-6}-cycloalkyl)C_{1-6}-alkyl, C_{4-6}-alkenynyl, C_{2-6}-alkenyl, C_{2-6}-alkynyl, C_{1-6}-alkoxy, aryl, aryloxy, arylalkyl, arylalkoxy, heterocyclyl, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, acyl, hydroxyC_{1-6}-alkyl, C_{1-6}-alkyl-amino, C_{1-6}-dialkylamino, arylamino, arylalkylamino, aminoC_{1-6}-alkyl, C_{1-6}-alkoxyC_{1-6}-alkyl, aryloxyC_{1-6}-alkyl, or arylalkoxyC_{1-6}-alkyl;

~~A^1 and A^2 are independently of each other a saturated, unsaturated or aromatic 5-6 membered cyclic ring system containing one or more carbon atoms and optionally from one to four heteroatoms selected from N, O or S, which is optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro, cyano, formyl, or C_{1-12} alkyl, (C_{3-6} cycloalkyl)C_{1-6} alkyl, C_{4-12} alkenynyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{1-12} alkoxy, aryl, aryloxy, arylalkyl, arylalkoxy, heterocyclyl, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, acyl, acyloxy, hydroxyC_{1-12} alkyl, amino, acylamino, C_{1-12} alkyl amino, C_{1-6} dialkylamino, arylamino, arylalkylamino, aminoC_{1-12} alkyl, C_{1-12} alkoxycarbonyl, alkylaminocarbonyl, aryloxycarbonyl, arylalkoxycarbonyl, C_{1-12} alkoxyC_{1-12} alkyl, aryloxyC_{1-12} alkyl, arylalkoxyC_{1-12} alkyl, arylthio, C_{1-12} alkylthio, thioC_{1-12} alkyl, C_{1-12} alkoxycarbonylamino, aryloxycarbonylamino, arylalkoxycarbonylamino, $-COR^1$, or $-SO_2R^2$, wherein R^1 and R^2 independently of each other are selected from hydroxy, halogen, perhalomethyl, C_{1-6} alkoxy or amino optionally substituted with one or more C_{1-6} alkyl, perhalomethyl or aryl; optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro or cyano;~~

Z is C ~~or CR^3, wherein R^3 is hydrogen, halogen, perhalomethyl, C_{1-12} alkyl, C_{4-12} alkenynyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{1-12} alkoxy, aryloxy, arylalkoxy, heteroaryloxy, heteroarylalkoxy, acyl, acyloxy, hydroxyC_{1-12} alkyl, C_{1-12} alkoxyC_{1-12} alkyl, aryloxyC_{1-12} alkyl, arylalkoxyC_{1-12} alkyl, thioC_{1-12} alkyl, $-COR^4$, or $-SO_2R^{11}$, wherein R^4 and R^{11} independently of each other are selected from hydroxy, halogen, perhalomethyl, C_{1-6} alkoxy or amino optionally substituted with one or more C_{1-6} alkyl, perhalomethyl or aryl optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro or cyano~~;

Q is O or S;

------ represents a single bond or a double bond;

Ar is arylene or heteroarylene;

R^5 is hydrogen;

R^6 is hydrogen;

M is OR^7, where R^7 is hydrogen, C_{1-12}-alkyl, C_{4-12}-alkenynyl, C_{2-12}-alkenyl, C_{2-12}-alkynyl, aryl, arylalkyl, C_{1-12}-alkoxyC_{1-12}-alkyl, ~~C_{1-12}-alkoxycarbonyl, aryloxycarbonyl, C_{1-12}-alkylaminocarbonyl, arylaminocarbonyl,~~ acyl, heteroaryl, or heteroarylalkyl groups optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro or cyano or M is $COYR^8$;

R^8 is hydrogen, C_{1-12}alkyl, C_{4-12}-alkenynyl, C_{2-12}-alkenyl, C_{2-12}-alkynyl;

Y is oxygen;

k is an integer from 1 to 2, n and m are 1;

~~wherein heterocyclyl is a saturated or unsaturated nonaromatic group having 5 or 6 ring atoms containing one to four carbon atoms and one to four heteroatoms selected from N, O or S;~~

~~heteroaryl is a 5 to 6 membered monocyclic or a 9 to 10 membered bicyclic aromatic system containing one or more heteroatoms selected from N, O or S;~~

~~heteroarylalkyl is a straight or branched C_{1-6} alkyl group further substituted with a heteroaryl group;~~

wherein heteroaryl is selected from furanyl, thiophenyl, pyrrolyl, imidazolyl, pyrazolyl, triazolyl, pyridinyl, pyrazinyl, isothiazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, quinolinyl, isoquinolinyl, quinazolinyl, quinoxalinyl, indolyl, benzimidazolyl, benzofuranyl, pteridinyl, or purinyl,

heteroaryloxy is a heteroaryl group linked to an oxygen atom;

heteroarylalkoxy is a heteroarylalkyl group linked to an oxygen atom;

arylene is a divalent aromatic ring; and

heteroarylene is a divalent heteroaryl group;.

or a salt thereof with a pharmaceutically acceptable acid or base, or any optical isomer or mixture of optical isomers, or any tautomeric forms.